

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

WEDNESDAY, DECEMBER 16, 2015 AT 4:00 PM

IN THE MARY BRENNAN BOARD ROOM

T. F. GREEN AIRPORT

2000 POST ROAD, WARWICK, RHODE ISLAND

The meeting of the Rhode Island Airport Corporation (Corporation) Board of Directors was called to order by Chair, Jon Savage at 4:00 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Jon Savage; Russell Hahn; Deborah Thomas; Michael Traficante; Paul Carroll; Christopher Little and Heather Tow-Yick.

BOARD MEMBER ABSENT: None.

ALSO PRESENT: Kelly J. Fredericks, P.E., A.A.E., President and CEO; and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by Mr. Hahn to approve the minutes of the Board of Director's Meeting of November 18, 2015 with a correction to be made on page 3. The motion was seconded by Ms. Thomas. The motion was passed unanimously.

2. Open Forum:

Mr. Savage asked if anyone present wanted to speak in Open Forum. No one came forward.

3. Report from President and CEO:

Mr. Fredericks presented the President and CEO Report and reported on the following:

- Mr. Fredericks reported passenger travel was up 7.03% on 2.5% more seating capacity. Year to date, passenger travel improved from being down 0.85% to being down 0.18% demonstrating a positive turn in the industry and the importance of every seat. Load factor for the month was 86.49%, 2.86% higher than November 2014. JetBlue was up 2.62% with no change in seating capacity with a load factor of 86.2%. Southwest was up 8.36% on no change in seat capacity with a load factor of 86.68%. American Airlines was down 1.3% on 0.7% decreased seat capacity with a load factor of 87.29%. Delta was down 1.3% on 6% less seating capacity with a load factor of 86.25%. United was up 40.96% on 32% increased seating capacity with a load factor**

of 89%. TACV brought 1,677 new passengers to PVD and produced a load factor of 80% for the month with 83% inbound and 77% outbound.

- Mr. Fredericks reported cancellations are now being tracked and 2,614 seats were lost in November.

- Mr. Fredericks reported American Airlines will begin twice daily service to O'Hare in April 2016 resulting in 90,000 additional seats in the market.

- Mr. Fredericks reported the market share for each airline is as follows: Southwest Airlines 46.8%, American 22.6%, Delta Airlines 12.9%, JetBlue 7.7%, United 8.7%, Charter .8% and TACV .6%.

- Mr. Fredericks reported air cargo was down 1.12% for the month of November and down 1.36% year to date.

- Mr. Fredericks reported parking revenues for the month of November were up 15.1% and ticket sales were up 6.5% resulting in the largest single month increase since 2007. Mr. Fredericks reported due to discrepancies in off-airport parking reporting he is unable to report numbers at this time. Mr. Fredericks noted that RIAC is working closely with off-airport parking providers to ensure that all of the data is accurate.

- **Mr. Fredericks provided an update on the general aviation airports and noted that total passengers were up 13%, 407 additional passengers, at both Westerly and Block Island Airports. Mr. Fredericks reported that enplanements have exceeded 10,000 passengers and RIAC will receive an additional \$1.7 Million in FAA grant dollars for capital projects. It was noted that through the first 11 months of this year Westerly recorded 13,850 enplanements and Block Island 14,648 enplanements. Operations were down approximately 2.5% from 6,779 landings and take offs in November 2014 versus 6,607 in 2015, Avgas sales were up 16% and jet fuel was down 1% with total fuel sales up 4%.**

- **Mr. Fredericks provided an update on the increased rates and charges at Block Island Airport. Mr. Fredericks reported a meeting was held on Block Island to discuss the increased rates and provide information on the economic impact of the general aviation airport on T. F. Green on December 2nd and another follow up meeting will be scheduled in January/February. Mr. Fredericks noted these meetings are great educational opportunities and a number of innovative revenue and funding streams were discussed.**

- **Mr. Fredericks reported as follow up to the recent meeting with Mr. Guy Rouelle, Vermont Aviation Program Administrator, information on their strategic plan for their general aviation airports, which are required by Vermont state law to become self-sustaining, was shared at the General Aviation Working Group Meeting. Mr.**

Fredericks stated the discussions were valuable and positive and there are plans to form a working group at each airport.

- **Mr. Fredericks provided an update on the demand for development of T-Hangars at some of the general aviation facilities. Mr. Fredericks stated if there is demand and the hangars can be constructed in a cost competitive fashion, and comply with all code requirements, RIAC will continue to advance this initiative and perhaps construct some ourselves and lease out to jump start the program.**

- **Mr. Fredericks reported he recently met with senior officials from AvPorts and AFCO to discuss strategic initiatives and next steps.**

- **Mr. Fredericks provided an update on the 747 that is being refurbished at Quonset Airport to replicate Air Force One. It was noted that while an agreement has not been signed payments have been made.**

- **Mr. Fredericks provided an update on the Quonset Air Museum (QAM) and noted that the majority of the aircraft have been shrink wrapped for winter and a few of the aircraft remain in the building. Mr. Fredericks noted there is no new information on long term funding options. Further updates will be provided as they become available.**

- **Mr. Fredericks reported he continues to have regularly scheduled**

separate monthly meetings with Mayor Scott Avedisian and Deputy Chief of Staff Ms. Lisa Vura-Weiss, the new liaison to RIAC, who will be focusing on transportation and economic development.

• Mr. Fredericks reported he also continues to reach out to Warwick Council Members and other elected officials on a regular basis to update them on airport issues.

Mr. Fredericks noted he recently met with three members of the Council and future meetings are ongoing.

• Mr. Fredericks provided an update on the FAA re-authorization and noted that a six month extension continues to be tracked and updates to the Board will be provided as they become available.

• Mr. Fredericks reported the final inspection on Runway 34 Safety End and the new Winslow Park have been completed and the crosswind runway 16-34 is scheduled to be open. Mr. Fredericks commended Mr. Frazier and Mr. McDonough for their hard work and dedication in completing this project. Mr. Fredericks stated Senator Reed along with FAA New England Regional Administrator Amy Corbett will hold a press conference at noon on Monday, December 21st announcing the fulfillment of the Congressional Mandate.

• Mr. Fredericks stated as part of RIAC's goal for a continuous improvement plan, each business unit will reviewed for operational efficiency, lessons learned, goals and innovation. Mr. Fredericks

noted a draft report will be provided to the Board at the January meeting. Mr. Little stated that once the goals and objectives have been formalized, a dashboard should be prepared for the Board to provide regular updates on how goals are being met and objectives and challenges.

- Mr. Fredericks commended Mr. Messier, Mr. Cahill and Mr. Ottaviano for doing a phenomenal job enforcing curbside passenger regulations while providing a customer friendly environment during the busy holiday travel season.**

- Mr. Fredericks reported the PVD Pups program continues to be well received by passengers and guests in the terminal and has exceeded expectations by providing another amenity to passengers utilizing the terminal.**

- Mr. Fredericks commended Mr. Andrade and Mr. Wilde for their continuing efforts in improving the appearance of the terminal for passengers.**

- Mr. Fredericks commended Mr. Woody Cresswell and the Paradies Shops for collecting 350 toys for the Toys for Tots program at T. F. Green Airport. Mr. Fredericks reported the Paradies Shops have also raised over \$350,000 in items to be donated to the troops this year.**

- **Mr. Fredericks reported Mr. Dave Wilga, RIAC's Chief Technology Officer, will be retiring from RIAC after 16 years of service and read the following Presidential Proclamation into the record:**

WHEREAS, David J. Wilga, was hired by the Rhode Island Airport Corporation (RIAC), in October 1999, as Manager of Information Services; and

WHEREAS, prior to being hired by RIAC, Mr. Wilga honorably served his country for twenty (20) years in various aviation roles with the United States Coast Guard; and

WHEREAS, in his initial role at RIAC Mr. Wilga was the sole Information Technology (IT) employee for the Corporation; and

WHEREAS, during his career at RIAC, Mr. Wilga successfully led the prudent growth of the IT group, that now employs six (6) IT professionals; and

WHEREAS, Mr. Wilga, as RIAC's Vice President of Technology and Chief Technology Officer, has successfully navigated RIAC through the always changing and very dynamic IT developments over the years to ensure the RIAC implements the appropriate technological advancements based on its industry and size; and

WHEREAS, Mr. Wilga's vision led the implementation of many

software and hardware enhancements at RIAC including the introduction of RIAC's Corporate Cloud, and a network that ensures reliability and protects RIAC's critical data; and

WHEREAS, Mr. Wilga proudly served on the State of Rhode Island's Cybersecurity Commission as appointed by Governor Gina Raimondo; and

WHEREAS, Mr. Wilga has been a respected colleague and team member, who will be missed by his friends and peers at RIAC.

NOW, THEREFORE, IT IS HEREBY PROCLAIMED AS FOLLOWS:

That, I, Kelly J. Fredericks, P.E., A.A.E., present on behalf of the employees of the Rhode Island Airport Corporation this Presidential Proclamation to David J. Wilga with our gratitude and appreciation for his over sixteen (16) years of service to this Corporation and the State of Rhode Island, and we wish Dave and his family good health and every success in the future.

Mr. Wilga thanked Mr. Fredericks and the RIAC staff and stated he enjoyed his years at RIAC. Mr. Schattle congratulated Mr. Wilga on his retirement and stated it has been an honor to work with him. Mr. Schattle noted that Mr. Randy Costa has been hired as the new CTO for RIAC.

4. Department Updates:

(a) Marketing Update.

Ms. Goldstein provided an overview of the goals and objectives of the Marketing and Communications Department. Ms. Goldstein reported a Green Airport Marketing and Campaign recap presentation has been prepared and will be presented to the Board by Mr. Alex Gorriaran of (add)ventures.

Mr. Gorriaran provided an overview the new marketing campaign and logo that highlights the ease of travel into and out of T. F. Green Airport. Mr. Gorriaran showcased the placement of outdoor marketing advertising locations including at MBTA platforms and in trains that highlight the connectivity options for utilizing T. F. Green. There was discussion on print and digital advertisement and placements as well as a discussion on the robust media plan that includes 15 second radio spots as part of the FlyRI Program, geo targeting for advertisement placement and social media.

There was additional discussion on utilization of the PVD Airport website and it was noted there is over 63% of new traffic on the site with the focus being on parking and departures. Mr. Gorriaran discussed airline partnerships and airline launch campaigns and the positive press received for T. F. Green on the new international services launched. Mr. Gorriaran reviewed the direct mail,

community outreach program, email, mobile and digital advertising campaigns launched to promoted TACV and Condor destinations as well as the continuing destination marketing for local carriers. There was additional discussion on the accolades T. F. Green has received from travel organizations and branding those accolades into the marketing program and materials. Mr. Savage requested an update on integration of the accolades into the marketing and the marketing plan for 2016 including execution plans be brought to the Board.

5. Pension Committee Report:

Mr. Savage reported the Committee met prior to the Board Meeting to discuss recommendations for the use of 414H plan savings.

Consent Item:

(a) Consideration of and Action Upon Use of 414H Plan Savings.

Mr. Savage reported the plan has grown significantly and RIAC pays the administrator a percentage based fee based on the size of the plan. Mr. Savage reported that Principal is reducing the administration fee by approximately \$25,000.00. Mr. Savage reported these savings can be used in one of two ways. The first option would allow the savings to be used to offset the cost to administer the plan which is currently paid for from RIAC General Purpose Fund or the savings can be evenly distributed to the plan

participants to lower participants investment costs.

The first option consists of creating a ERISA budget to pay for plan expenses and investment fees which are currently paid for from RIAC's General Purpose Fund and the second option consists of changing the investment platforms to lower participant investment costs.

Mr. Savage reported the Committee voted two for and one against option one to create an ERISA budget to pay for plan expenses and investments fees.

A motion was made by Mr. Traficante and seconded by Mr. Hahn to approve the following resolution:

WHEREAS, the Rhode Island Airport Corporation (RIAC) offers a 414(h) retirement plan through Principal Financial Group (PFG); and

WHEREAS, due to the size/growth of the principal of the 414(h) retirement plan, PFG has offered savings to RIAC; and

WHEREAS, the industry standard for using such savings is to offset plan operating expenses and investment advisor fees; and

WHEREAS, to use these savings to pay such expenses and fees an ERISA Budget needs to be established within the plan.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Committee approves the President and CEO, or his designee, to enter into an agreement with Principal Financial Group to update the plan to add an ERISA Budget, subject to Board approval.

6. Action Items:

(a) Consideration of and Action Upon Approval of Two Reimbursable Agreements with the Federal Aviation Administration (FAA) to Provide Funding for the Establishment of a Low Level WindShear Alert System Sensor and Funding for Resident Engineering and Construction Support for the Relocation of FAA Equipment at T. F. Green Airport.

Mr. Fredericks gave an overview of this item noting these are reimbursable agreements that are included in the budget. The recommendation is that the Board authorize the President and CEO, or his designee, to execute two Reimbursable Agreements in the total amount of \$1,313,587, which is included in the 2016 Fiscal Year Capital Improvement Program budget, with the Federal Aviation Administration (FAA) to provide: a) funding for the establishment of one additional sensor to the existing FAA owned Low Level Wind Shear Alert System and b) funding for the Resident Engineering and

Construction Support for the relocation of FAA equipment as a result of the Runway 5 extension project.

A motion was made Mr. Carroll and seconded by Mr. Little to approve the following resolution:

WHEREAS, the Federal Aviation Administration (FAA) provided the Rhode Island Airport Corporation (RIAC) two Reimbursable Agreements (RA's) for equipment and services related to the Runway 5 extension project: and

WHEREAS, RIAC staff has negotiated the scope and fee of these two RA's with the FAA in the total amount of \$1,313,587; and

WHEREAS, the first RA, in the amount of \$341,861, is to provide funding for the establishment one additional sensor to the existing FAA owned Low Level Wind Shear Alert System; and

WHEREAS, the second RA, in the amount of \$971,726, is to provide funding for the Resident Engineering and Construction Support for the relocation of FAA equipment that will include: the Approach Lighting System with Sequenced Flashers II, Instrument Landing System facilities and Airport Surface Detection Equipment Remote Unit; and

WHEREAS, RIAC will pay the FAA \$341,861 upon execution of the

first RA; and

WHEREAS, RIAC will pay the FAA \$395,196 upon execution of the second RA with the balance due of \$576,530 payable on December 1, 2016; and

WHEREAS, the project is included in the approved RIAC Fiscal Year 2016 Capital Improvement Program budget; and

WHEREAS, RIAC will upfront the costs from the General Purpose Fund, as needed, with reimbursement from either PFC or Bond proceeds.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorize the President and CEO, or his designee, to execute two Reimbursable Agreements in the total amount of \$1,313,587, which is included in the 2016 Fiscal Year Capital Improvement Program budget, with the Federal Aviation Administration (FAA) to provide: a) funding for the establishment of one additional sensor to the existing FAA owned Low Level Wind Shear Alert System and b) funding for the Resident Engineering and Construction Support for the relocation of FAA equipment as a result of the Runway 5 extension project.

The motion was passed unanimously.

(b) Consideration of and Action Upon Approval of a Task Order to Provide Program Management Services for the 16-34 Safety Area Improvements and the Runway 5-23 Extension Projects at T. F. Green Airport.

Mr. Fredericks gave an overview of the item noting this is for a six month extension to an existing agreement. The recommendation that the Board authorizes the President and CEO, or his designee, to execute a Task Order with AECOM Technical Services, Inc. in the amount of \$266,841, which is included in the 2016 Fiscal Year Capital Improvement Plan Budget, to provide Program Management Services for the Runway 16-34 Safety Area Improvements and the Runway 5-23 Extension Projects at T. F. Green Airport from January 1, 2016 through June 30, 2016.

A motion was made by Ms. Thomas and seconded by Mr. Traficante to approve the following resolution:

WHEREAS, on September 21, 2011, the Rhode Island Airport Corporation (RIAC) Board of Directors approved the selection of AECOM to Provide Program Management and Other Related Services for the T. F. Green Airport Improvement Program; and

WHEREAS, the Board approved, and RIAC subsequently entered into, three Task Orders with AECOM for Program Management Services

expected during calendar years 2013, 2014 and 2015 in the amount of \$550,706 and \$418,553 and \$608,894 respectively; and

WHEREAS, RIAC has negotiated a Scope and Fee with AECOM in the amount of \$266,841 for January 1, 2016 through June 30, 2016; and

WHEREAS, the Federal Aviation Administration (FAA) has approved the total budget for these services in an amount not to exceed \$2,700,000 funded from Passenger Facility Charges; and

WHEREAS, this amount is included in the 2016 fiscal year Capital Improvement Plan project budgets for the Runway 16-34 Safety Area Improvements and the Runway 5-23 Extension projects.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to execute a Task Order with AECOM Technical Services, Inc. in the amount of \$266,841, which is included in the 2016 Fiscal Year Capital Improvement Plan Budget, to provide Program Management Services for the Runway 16-34 Safety Area Improvements and the Runway 5-23 Extension Projects at T. F. Green Airport from January 1, 2016 through June 30, 2016.

The motion was passed unanimously.

(c) Consideration of and Action Upon Revenue Bond Refunding Issue.

Mr. Little stepped away from the table and recused himself from the vote.

Mr. Schattle provided an overview of this item noting there was a lot of interest in the refunding of these bonds. Due to the size of the refunding and the proposals received more than one bank will be involved. Mr. Schattle noted the term sheets have been agreed upon and closings are scheduled for January. It was noted that this item will be brought before the Rhode Island Commerce Corporation's Board of Directors on December 21st for consideration and approval. Mr. Savage asked what the expected savings will be from the refunding. Mr. Schattle reported that the expected present value savings are approximately \$12 Million. Ms. Thomas asked if the increase in the federal funds rate will affect these savings. Mr. Schattle stated that the anticipation of the adjustment in the federal funds rate was likely factored into current market rates and the banks' rates will likely fluctuate until they are locked in for the respective closings. Mr. Savage commended the Mr. Schattle and the finance team

A motion was made by Ms. Thomas and seconded by Mr. Traficante to approve the following resolution:

WHEREAS, the Rhode Island Airport Corporation (“RIAC”) is a public corporation, governmental agency and instrumentality of the State of Rhode Island and Providence Plantations (“State”) organized and existing under Chapter 64 of Title 42 of the Rhode Island General Laws, as amended (the “Act”) as a subsidiary public corporation of the Rhode Island Commerce Corporation, formerly known as the Rhode Island Economic Development Corporation (“CommerceRI”); and

WHEREAS, RIAC has the power pursuant to Section 42-64-2(g) and Section 42-65-5 of the Act “... to furnish proper and adequate airport facilities within the State ...;” and

WHEREAS, RIAC wishes to take advantage of present market interest rate conditions and refund on a current basis all or a portion of CommerceRI’s outstanding Airport Revenue Bonds, \$30,000,000 2005 Series A (AMT) (“2005 Series A Bonds”); \$27,245,000 2005 Series B (Non-AMT) (“2005 Series B Bonds”) and \$35,930,000 Series C (Non-AMT) (“2005 Series C Bonds”); (the 2005 Series A Bonds, 2005 Series B Bonds and the 2005 Series C Bonds are sometimes collectively referred to as the “Refunded Bonds”); and

WHEREAS, based on recommendations of its financial advisor, RIAC has determined that the refunding of the Refunded Bonds (the “Refunding”) would provide a net benefit to CommerceRI and RIAC; and

WHEREAS, RIAC intends to finance the Refunding by requesting that CommerceRI issue (a) Airport Revenue Refunding Bonds, 2016 Series A (the “2016 Series A Bonds”) in an amount necessary together with other available funds on hand to refund the 2005 Series A Bonds and pay costs of issuance in connection therewith; and/or (b) Airport Revenue Refunding Bonds, 2016 Series B (the “2016 Series B Bonds”) in an amount necessary together with other available funds on hand to refund the 2005 Series B Bonds and pay costs of issuance in connection therewith; and/or (c) Airport Revenue Refunding Bonds, 2016 Series C (the “2016 Series C Bonds”) in an amount necessary together with other available funds on hand to refund the 2005 Series C Bonds and pay costs of issuance in connection therewith (the 2016 Series A Bonds, the 2016 Series B Bonds, and the 2016 Series C Bonds are sometimes collectively referred to as the “2016 Series A/B/C Bonds”) (collectively, the “Project”);

WHEREAS, the 2016 Series A/B/C/ Bonds would be issued pursuant to the Master Indenture of Trust dated as of October 1, 1993, by and among CommerceRI, RIAC and U.S. Bank National Association, as trustee (the “Trustee”) (the “Master Indenture”), as amended through the date hereof including by a Twelfth Supplemental Indenture of Trust among RIAC, CommerceRI and the Trustee (the “Twelfth Supplemental Indenture” and together with the Master Indenture, as amended, collectively, the “Indenture”) and a Loan Agreement

between RIAC and CommerceRI (the “2016 Series A/B/C Loan Agreement”), pursuant to which CommerceRI will loan the proceeds of the sale of the 2016 Series A/B/C Bonds to RIAC; and

WHEREAS, Santander Bank, N.A. (the “Series A Purchaser”), has issued a Term Sheet dated December 10, 2015 (the “Series A Term Sheet”) to provide financing of up to \$28,100,000 through a direct purchase of the 2016 Series A Bonds to finance the refunding of the 2005 Series A Bonds and costs of issuance in connection therewith; and

WHEREAS, Century Bank (the “Series B Purchaser”) has issued a Term Sheet dated December 8, 2015, (the “Series B Term Sheet”) to provide financing of up to \$27,500,000 through a direct purchase of the 2016 Series B Bonds to finance the refunding of the 2005 Series B Bonds and costs of issuance in connection therewith; and

WHEREAS, TD Bank, N.A. (the “Series C Purchaser”) has issued a Term Sheet dated December 7, 2015 (the “Series C Term Sheet”) to provide financing of up to \$32,000,000 through a direct purchase of the 2016 Series C Bonds to finance the refunding of the 2005 Series C Bonds and costs of issuance in connection therewith; and

WHEREAS, in connection with the issuance and sale of the 2016 Series A Bonds, RIAC will, among other things, enter into a bond purchase agreement with CommerceRI and the Series A Purchaser

(the “Series A Bond Purchase Agreement”) pursuant to which the 2016 Series A Bonds will be sold to the Series A Purchaser to be held for its own account; and

WHEREAS, in connection with the issuance and sale of the 2016 Series B Bonds, RIAC will, among other things, enter into a bond purchase agreement with CommerceRI and the Series B Purchaser (the “Series B Bond Purchase Agreement”) pursuant to which the 2016 Series B Bonds will be sold to the Series B Purchaser to be held for its own account; and

WHEREAS, in connection with the issuance and sale of the 2016 Series C Bonds, RIAC will, among other things, enter into a bond purchase agreement with CommerceRI and the Series C Purchaser (the “Series C Bond Purchase Agreement”) pursuant to which the 2016 Series C Bonds will be sold to the Series C Purchaser to be held for its own account; and

WHEREAS, there have been prepared and submitted to this meeting of the Board of Directors (the “Board”), drafts of the Twelfth Supplemental Indenture, the 2016 Series A/B/C Loan Agreement and the Series A Bond Purchase Agreement, the Series B Bond Purchase Agreement and the Series C Bond Purchase Agreement, and the Board has determined that such documents appear to be in appropriate form and contain terms satisfactory to the Board; and

WHEREAS, RIAC and CommerceRI presented the proposed Refunding to the Access to Capital Subcommittee of CommerceRI on December 11, 2015, which Subcommittee unanimously recommended approval of the proposed Refunding.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

1. RIAC hereby approves the Refunding;

2. RIAC hereby (a) accepts the terms and conditions of the purchase of the 2016 Series A Bonds as set forth in the Series A Term Sheet in substantially the form attached hereto as Exhibit A-1, with such changes as the President/CEO or other Authorized Officer, acting singly, and in his or her sole discretion shall approve; (b) accepts the terms and conditions of the purchase of the 2016 Series B Bonds as set forth in the Series B Term Sheet in substantially the form attached hereto as Exhibit A-2, with such changes as the President/CEO or other Authorized Officer, acting singly, and in his or her sole discretion shall approve, and (c) accepts the terms and conditions of the purchase of the 2016 Series C Bonds as set forth in the Series C Term Sheet in substantially the form attached hereto as Exhibit A-3, with such changes as the President/CEO or other Authorized Officer, acting singly, and in his or her sole discretion shall approve and requests CommerceRI to approve the authorization and issuance of the 2016 Series A Bonds, the 2016 Series B Bonds and the 2016 Series C Bonds in an amount necessary to refund all or a portion of

the Refunded Bonds and to pay the costs of issuing the 2016 Series A/B/C Bonds.

3. The Authorized Officers of RIAC for purposes of this Resolution are the President/CEO, the Chairperson, the Vice Chairperson or the Treasurer.

4. The form, terms and provisions of the Twelfth Supplemental Indenture, the 2016 Series A/B/C Loan Agreement, and each Bond Purchase Agreement relating to the 2016 Series A Bonds, the 2016 Series B Bonds and the 2016 Series C Bonds are hereby approved, and the Authorized Officers of RIAC, signing singly, are hereby authorized and directed to execute, acknowledge and deliver the Twelfth Supplemental Indenture, the 2016 Series A/B/C Loan Agreement, the Series A Bond Purchase Agreement, the Series B Bond Purchase Agreement, and the Series C Bond Purchase Agreement in substantially the forms presented at the meeting, each to contain such provisions and to be in such final form as an Authorized Officer or Officers shall determine to be necessary or appropriate (including any additional provisions required of the bond insurer, if applicable), and following execution thereof, the directors, officers, agents and employees of RIAC are hereby authorized and directed to take all such other action, and to execute and deliver all such other documents, as may be necessary or appropriate to carry out and comply with the terms and provisions of such documents.

5. The President/CEO or the Chairperson of RIAC, acting singly or in their absence, the Treasurer, of RIAC, is hereby authorized to approve the sale prices of and interest rates for (i) the 2016 Series A Bonds provided that the interest rates for the 2016 Series A Bonds will be adequate to produce a net benefit with respect to the refunding of the 2005 Series A Bonds; (ii) the 2016 Series B Bonds provided that the interest rates for the 2016 Series B Bonds will be adequate to produce a net benefit with respect to the refunding of the 2005 Series B Bonds; (iii) the 2016 Series C Bonds provided that the interest rates for the 2016 Series C Bonds will be adequate to produce a net benefit with respect to the refunding of the 2005 Series C Bonds.

6. The Authorized Officers of RIAC, signing singly, are hereby authorized and directed to execute and deliver all such other documents, including but not limited to certificates required under each Bond Purchase Agreement and the Tax Regulatory Agreement, and to take all such other action, as may be necessary or appropriate in order to give effect to this resolution.

7. All acts of the officers of RIAC which are in conformity with the purposes and intents of this resolution and in furtherance of the issuance of the 2016 Series A Bonds, 2016 Series B Bonds, and 2016 Series C Bonds and the execution, delivery, approval and performance of the Twelfth Supplemental Indenture, 2016 Series A/B/C Loan Agreement, each Bond Purchase Agreement referenced above, Tax Regulatory Agreement, the Series A Term Sheet, the

Series B Term Sheet, and the Series C Term Sheet, the Commitment letters from each of the Series A Purchaser, the Series B Purchaser and Series C Purchaser and any further documents necessary or desirable in connection therewith shall be, and the same hereby are, in all respects ratified, approved and confirmed.

The motion was passed by six affirmative votes, with one Board Member abstaining from voting. The vote was as follows:

YEAS: Jonathan Savage

Deborah Thomas

Russell Hahn

Michael Traficante

Paul Carroll

Heather Tow-Yick

NAYS: None

RECUSAL: Christopher Little

(d) Consideration of and Action Upon Approval to Negotiate Various Contract for the Development of Solar Facilities at Various Airport Properties.

Mr. Savage stepped away from the table and recused himself from the vote.

Mr. Fredericks reported a revised resolution has been provided to the Board for this item. Mr. Frazier gave an overview of this item and noted this action will allow staff to negotiate and enter into a contract with a provider. It was also noted that if an agreement cannot be reached with the selected firm, staff will proceed to the next highest ranked firm to negotiate until contract terms are met. Mr. Frazier noted if there are any material changes to the contract the item will be brought back to the Board for further consideration and approval. There was additional discussion regarding the ability to meet the tax credit deadline if this item is brought back to the January Board. The recommendation is that the Board authorizes the President and CEO, or his designee, to approve Rhode Island Airport Corporation (RIAC) staff to negotiate and execute the various contracts (Land Leases, Power Purchasing Agreement, etc.) necessary for the development of solar facilities with Solar City and, should those negotiations not yield a contract on the proposed terms, to proceed to the next highest top four ranked respondent until the respective proposed terms are duly memorialized. The negotiated contracts will be presented to the Board of Directors for approval only if any such contract materially deviates from the proposed terms.

A motion was made by Mr. Carroll and seconded by Mr. Hahn approve the following resolution:

WHEREAS, on September 21, 2015, the Rhode Island Airport

Corporation (RIAC) issued a Request for Proposals (RFP) for the development of solar photovoltaic (PV) facilities at various airport properties; and

WHEREAS, on October 28, 2015, RIAC received six proposals in response to this RFP; and

WHEREAS, the Selection Committee comprised Alan Andrade, SVP Operations and Maintenance; Dan Porter, VP Planning and Environmental; David Cloutier, AVP Business Development and Commercial Programs and Jeffrey Goulart, AVP Financial Administration, selected four firms for in-person interviews; and

WHEREAS, following the interview process, the Selection Committee evaluated the proposals and unanimously recommends, with the concurrence of RIAC's utility consultants HMMH and Best Practices, the selection of Solar City Corporation (Solar City); and

WHEREAS, the Selection Committee ranked the next three respondents in the following order: (2) Kearsage Energy, (3) Soltage, LLC, and (4) Tecta Solar; and

WHEREAS, the Selection Committee believes that if the necessary contracts cannot be negotiated with Solar City to achieve its proposed terms that it would be in RIAC's best interest to proceed to the next highest ranking respondent to attempt to contractual

memorialize its proposed terms and so on through the top four respondents, as necessary.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to approve Rhode Island Airport Corporation (RIAC) staff to negotiate and execute the various contracts (Land Leases, Power Purchasing Agreement, etc.) necessary for the development of solar facilities with Solar City and, should those negotiations not yield a contract on the proposed terms, to proceed to the next highest top four ranked respondent until the respective proposed terms are duly memorialized. The negotiated contracts will be presented to the Board of Directors for approval only if any such contract materially deviates from the proposed terms.

The motion was passed by six affirmative votes, with one Board Member abstaining from voting. The vote was as follows:

YEAS: Russell Hann

Deborah Thomas

Michael Traficante

Paul Carroll

Christopher Little

Heather Tow-Yick

NAYS: None

RECUSAL: Jonathan Savage

(e) Consideration of and Action Upon Meeting Schedules for 2016.

A motion was made by Ms. Thomas and seconded by Mr. Savage to approve this item.

The motion was passed unanimously.

7. Executive Session:

At approximately 4:59 p.m. a motion was made by Mr. Hahn and seconded by Mr. Savage to go into Executive Session for the purpose of discussing the following items:

(a) Motion to Approve the Minutes of the Executive Session held on November 18, 2015 § 42-46-5(a),(2),(3),(5) and (7); and

(b) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Air Service Development) – R.I.G.L. § 42-46-5(a)(7); and

(c) Discussions Related to Two Public Litigation Matters (K. Blais vs.

RIAC and Bogosian vs. RIAC) – R.I.G.L § 42-46-5(a)(2); and

(d) Motion to Return to Open Session.

By the following roll call vote the motion was passed unanimously.

YEAS: Jon Savage

Russell Hahn

Deborah Thomas

Michael Traficante

Paul Carroll

Christopher Little

Heather Tow-Yick

NAYS: None

ABSTAIN: None

At approximately 5:26 p.m., a motion was made by Mr. Traficante and seconded Ms. Tow-Yick to return to Open Session.

The motion passed unanimously.

8. Post Executive Session Actions and Announcements:

(a) Motion to Seal the Minutes of the Executive Session Held December 16, 2015.

A motion was made by Mr. Hahn and seconded by Mr. Traficante to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4.

By the following roll call vote the motion was passed unanimously.

YEAS: Jon Savage

Russell Hahn

Deborah Thomas

Michael Traficante

Paul Carroll

Christopher Little

Heather Tow-Yick

NAYS: None

ABSTAIN: None.

(b) Report on Actions Taken in Executive Session.

During the Executive Session, a motion was made by Mr. Carroll and seconded by Ms. Thomas to approve the sealed minutes of the Executive Session held on November 18, 2015.

The motion was passed unanimously.

9. Future Meetings:

The next Board Meeting will be held on Wednesday, January 20, 2016 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, Warwick, Rhode Island.

10. Adjournment:

Mr. Traficante moved to adjourn at approximately 5:26 p.m. Ms. Tow-Yick seconded the motion.

The motion was passed unanimously.

Respectfully submitted,

Jon Savage, Chair

Rhode Island Airport Corporation

**PUBLIC ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
MEETING OF THE BOARD OF DIRECTORS**

WEDNESDAY, DECEMBER 16, 2015

NAME AFFILIATION

Brian Schattle RIAC

Peter Frazier RIAC

Patricia Goldstein RIAC

Alan Andrade RIAC

Liberty Luciano RIAC

Sherri Ann Penta RIAC

Paul McDonough RIAC

Bruce Wilde RIAC

Leo Messier RIAC

Dan Porter RIAC

Nicole Williams RIAC

Jeffrey Goulart RIAC

David Cloutier RIAC

Steve Cahill RIAC

Rebecca Pazienza RIAC

Joseph Ottaviano RIAC

Dave Wilga RIAC

Randy Costa RIAC

Robert Goff New England Parking

Alex Gorriaran (add)ventures

Ellen Weintraub (add)ventures

Shelly Deming Allied Court Reporters

Kevin Blais Constituent

Woody Creswell Paradies Shops

Chris Hunter Advocacy Solutions

Dan McPherson Paradies Shops

Greg Fehrman C&S Engineers

The minutes of the Executive Session of the Board Meeting of December 16, 2015 have been sealed in accordance with R.I.G.L. § 42-46-4.